

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

)
INTEGRATED HEALTH SERVICES)
OF CLIFF MANOR, INC.,)
INTEGRATED HEALTH SERVICES AT)
RIVERBEND, INC., INTEGRATED HEALTH)
SERVICES AT SOMERSET VALLEY, INC.,)
ALPINE MANOR, INC., BRIARCIFF NURSING)
HOME, INC., INTEGRATED HEALTH GROUP,)
INC., SPRING CREEK OF IHS, INC.,)
FIRELANDS OF IHS, INC., ELM CREEKOF) Civil Action No. 04-910 (GMS)
IHS, INC., and IHS LONG TERM CARE)
SERVICES, INC.,)
)
Plaintiffs,)
)
v.)
)
THCI COMPANY LLC,)
)
Defendant,)
)
ABE BRIARWOOD CORPORATION and)
JOHN DOES 1-10,)
)
Additional)
Counterclaim)
Defendants.)
)

**DECLARATION ON BEHALF OF PLAINTIFFS
IN RESPONSE TO MOTION (Docket No. 217) TO INTERVENE**

AMOS ALTER, declares:

1. I am Of Counsel to Troutman Sanders LLP, cocounsel to plaintiffs and additional counterclaim defendant Abe Briarwood Corporation (collectively, "plaintiffs"). I

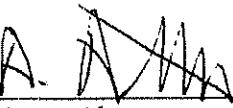
make this Declaration on behalf of plaintiffs in response to the motion (Docket No. 217) of PharMerica, Inc., to intervene.

2. As plaintiffs noted in their opposition to defendant's motion seeking to enforce the Settlement Agreement herein between plaintiffs and defendant, the matter cannot be disposed of by motion. Defendant's motion should therefore be denied or dismissed, without prejudice to defendant commencing a plenary action, if so advised. If that is done, the intervention motion here becomes academic.

3. Should, however, the Court be of the view that defendant's motion should be considered on the merits, then plaintiffs have no objection to the motion by PharMerica, Inc., to intervene here.

4. I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on April 26, 2007.



Amos Alter